

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

-----X	
CHARLES A. GILMAN,	:
	:
Plaintiff,	:
	:
v.	:
	:
PAUL S. OTELLINI, et al.,	:
	:
Defendants,	: C.A. No. 09-cv-867-(JJF)
	:
--and--	:
	:
INTEL CORP.,	:
	:
Nominal Defendant.	:

LOUISIANA MUNICIPAL POLICE	:
EMPLOYEES' RETIREMENT SYSTEM,	:
	:
Plaintiff,	:
	:
--against--	:
	:
PAUL S. OTELLINI, et al.,	: C.A. No. 09-cv-993-(JJF)
	:
Defendants,	:
	:
--and--	:
	:
INTEL CORP.,	:
	:
Nominal Defendant.	:
-----X	

**STIPULATION AND [PROPOSED] ORDER CONSOLIDATING CASES FOR ALL
PURPOSES AND PERMITTING FILING OF CONSOLIDATED COMPLAINT**

This Stipulation is entered into by and among plaintiffs Charles A. Gilman and the Louisiana Municipal Police Employees' Retirement System ("MPERS") (collectively,

“Plaintiffs”), and defendants Paul S. Otellini, Craig R. Barrett, D. James Guzy, Sr., David S. Pottruck, Jane E. Shaw, David B. Yoffie, Charlene Barshefsky, James D. Plummer, Susan L. Decker, Carol Bartz, John J. Donahoe and Frank D. Yeary (collectively “Defendants”), and nominal defendant Intel Corporation (“Intel”), by and through their respective attorneys of record.

WHEREAS, Charles A. Gilman, purporting to act derivatively on behalf of nominal defendant Intel, filed a complaint on or about November 13, 2009; and

WHEREAS, MPERS, purporting to act derivatively on behalf of nominal defendant Intel, filed a complaint on or about December 23, 2009; and

WHEREAS, counsel for the parties have conferred, and the parties are in agreement that that the *Gilman* action should be consolidated with the *MPERS* action for all purposes; and

WHEREAS, the parties seek to agree upon a briefing schedule for the filing of a consolidated complaint and motion(s) to dismiss; it is, therefore,

STIPULATED AND AGREED, by and between the undersigned counsel for Plaintiffs and counsel for Intel and all Defendants (the “Stipulating Defendants”), that:

1. The following actions are related cases within the meaning of Local Civil Rule 3.1(b):
 - *Gilman v. Otellini, et al.*, No. 09-cv-867 (JJF); and
 - *Louisiana Municipal Police Employees’ Retirement System v. Otellini, et al.*, No. 09-cv-993 (JJF).
2. Pursuant to Federal Rule of Civil Procedure 42(a), the above-captioned actions are hereby consolidated for all purposes into one action.
3. These actions shall be referred to herein as the “Consolidated Actions.” The Master Docket and Master File for the Consolidated Actions shall be Civil Action No. 09-cv-867 (JJF).

4. Every pleading in this Consolidated Action shall bear the following caption

IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF DELAWARE

In re Intel Corp. Derivative Litig.

)
) C.A. No. 09-cv-867 (JJF)
)

All orders, pleadings, motions and other documents shall, when filed and docketed in the Master file, be deemed filed and docketed in each individual case to the extent applicable.

5. The Court hereby appoints Mr. Gilman and MPERS as lead plaintiffs in this Consolidated Action. The Court hereby appoints Paskowitz & Associates and Berman DeValerio to be Co-Lead Counsel.

6. The Plaintiffs shall file a Consolidated Complaint on or before February 12, 2010.

7. The briefing of any motions to dismiss the Consolidated Complaint is bifurcated, with a threshold motion to dismiss pursuant to Rule 23.1 to be made first. Remaining motions to dismiss pursuant to Rule 12(b)(6) would then be made and heard only if issues remain following the Court's rulings on the threshold Rule 23.1 motion.

8. The Stipulating Defendants shall answer, make a motion to dismiss under Rule 23.1, or otherwise respond to the Consolidated Complaint on or before March 12, 2010.

9. In the event that the Stipulating Defendants move to dismiss the Consolidated Complaint, Plaintiffs shall file their opposition papers on or before April 9, 2010. The Stipulating defendants shall file their reply papers on or before April 30, 2010.

10. This stipulation is without prejudice to any other rights that any party may have.

BIGGS & BATTAGLIA

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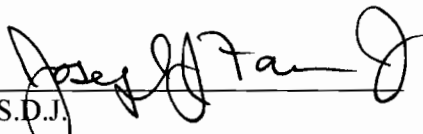
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Dated: January 14, 2010

IT IS SO ORDERED THIS 15 DAY OF JANUARY, 2010:



U.S.D.J.

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